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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER COMPROMISING  
AND ALLOWING PROOF OF CLAIM NUMBER 12216  
(ULTRATECH, INC. AND SPCP GROUP, L.L.C.)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), Ultratech, Inc. ("Ultratech") SPCP Group, L.L.C., as agent for Silver Point Capital Fund, L.P. and Silver Point Capital Offshore Fund, LTD ("SPCP," and together with Ultratech, the "Claimants") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 12216 (Ultratech, Inc.) and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on or about April 5, 2006, the Debtors and Ultratech entered into a letter agreement, in accordance with the Court's Order Under 11 U.S.C. §§ 105, 363(b), 546(b), 1107, and 1108 Authorizing Payment of Contractors and Service Providers in Satisfaction of Liens (Docket No. 199), pursuant to which the Debtors agreed to make a "provisional" payment to Ultratech as a lien creditor (the "Lien Creditor Payment").

WHEREAS, on July 28, 2006, Ultratech filed proof of claim number 12216 against DAS LLC, asserting an unsecured non-priority claim in the amount of \$482,289.98 (the "Claim") arising from the sale of goods and services to DAS LLC.

WHEREAS, on October 31, 2006, the Debtors objected to the Claim pursuant to the Debtors' (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, And (c) Claims Subject To Modification And

(ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection").

WHEREAS, on November 21, 2006, Ultratech filed its Opposition Of Ultratech, Inc. To Debtors' Third Omnibus Objection To Claims (Docket No. 5631) (the "Response").

WHEREAS, on August 14, 2007, Ultratech assigned its interest in the Claim to SPCP pursuant to a Notice of Transfer (Docket No. 9055).

WHEREAS, on September 25, 2007, to resolve the Third Omnibus Claims Objection with respect to the Claim, DAS LLC and the Claimants entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$306,747.64.

WHEREAS DAS LLC, is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and the Claimants stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$306,747.64 and shall be treated as an allowed general unsecured non-priority claim against DAS LLC.
2. In the event that any or all of the Lien Creditor Payment to Ultratech is avoided and disgorged, Ultratech retains the right to assert a prepetition general unsecured claim in the amount of the Lien Creditor Payment that is avoided and disgorged. The Debtors reserve

the right to file additional objections to any claim filed, asserted, or reasserted with respect to the  
Lien Creditor Payment.

3. Ultratech's Response to the Third Omnibus Claims Objection shall be  
deemed withdrawn with prejudice.

So Ordered in New York, New York, this 10th day of October, 2007

**/s/Robert D. Drain**

Honorable Robert D. Drain  
United States Bankruptcy Judge

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

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